

B 210A (Form 210A) (12/09)

UNITED STATES BANKRUPTCY COURT

FOR THE EASTERN DISTRICT OF VIRGINIA

In re AMY CUSHMAN,

Case No. 12-35115

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

LVNV Funding LLC

Name of Transferee

FIA Card Services, N.A.

Name of Transferor

Name and Address where notices to transferee should be sent:

LVNV Funding LLC
c/o Resurgent Capital Services
PO Box 10587
Greenville, SC 29603-0587

Court Claim # (if known): 2

Amount of Claim: 5242.83

Date Claim Filed: 09/18/2012

Phone: 877-264-5884

Phone: _____

Last Four Digits of Acct #: 0483

Last Four Digits of Acct. #: 3938

Name and Address where transferee payments should be sent (if different from above):

Phone: _____

Last Four Digits of Acct #: _____

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: /s/ Susan Gaines
Transferee/Transferee's Agent

Date: 4/15/2013

19156



EXHIBIT C

BILL OF SALE AND ASSIGNMENT OF ACCOUNTS

THIS BILL OF SALE AND ASSIGNMENT OF ACCOUNTS is made and entered into between **Sherman Originator III, LLC** ("Purchaser") and **FIA Card Services, N.A.** ("Seller"), pursuant to the Loan Sale Agreement dated October 24, 2012 (the "Agreement") as entered into between Purchaser and Seller. Capitalized terms used but not defined herein shall have the same meaning as defined in the Agreement.

(a) In consideration of the payment(s) made pursuant to the Agreement and such other good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, Seller does hereby sell, transfer, convey, assign and deliver to Purchaser all of Seller's right, title and interest in and to each and all of the Accounts, as included on the electronic file referenced in Schedule 1 of the Agreement, without recourse and without representation or warranty of any type, kind, character or nature, express or implied, except as specifically provided in the Agreement, and subject to Buyer's and Seller's repurchase rights as set forth in the Agreement.

(b) Purchaser hereby accepts such sale, transfer, conveyance, assignment, and delivery of the Accounts, including without limitation the right to all principal, interest or other proceeds of any kind with respect to the Accounts remaining due and owing as of the Cut-Off Date applicable to such Accounts.

(c) Nothing in this Bill of Sale and Assignment of Accounts shall be deemed to modify, limit or amend any of the rights or obligations of Purchaser or Seller under the Agreement. This Bill of Sale and Assignment of Accounts shall inure to the benefit of, and be binding upon, the respective successors and assigns of Seller and Purchaser and shall be governed by and construed and interpreted in accordance with the Agreement and the laws of the State of Delaware, without regard to such state's principles of conflicts of law.

(d) This Bill of Sale and Assignment of Accounts may be executed by facsimile or electronic transmission in multiple counterparts, each of which shall be an original, but together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each party, through its duly authorized officer, has caused this Bill of Sale and Assignment of Accounts to be executed in their name this 20th day of November, 2012.

SELLER/ASSIGNOR:

BUYER/ASSIGNEE:

FIA CARD SERVICES, N.A.

SHERMAN ORIGINATOR III, LLC

By: 

Name: Debra L. Pellicciaro

Title: Vice President

By: 

Name: Jon S. Mazzoli

Title: VP / Director

Transfer and Assignment

Sherman Originator III LLC ("SOLLC III"), without recourse, to the extent permitted by applicable law, hereby transfers, sells, assigns, conveys, grants and delivers to Sherman Originator LLC ("SOLLC") all of its right, title and interest in and to the receivables and other assets (the "Assets") identified on Exhibit A, in the Receivable File dated November 19, 2012 delivered by FIA Card Services, N.A. on November 20, 2012 for purchase by SOLLC III on November 20, 2012. The transfer of the Assets included electronically stored business records.

SOLLC, subsequent to the above mentioned transfer, hereby transfers, sells, assigns, conveys, grants and delivers to LVNV Funding LLC ("LVNV"), the above mentioned Assets. The transfer of the Assets included electronically stored business records.

Dated: **November 20, 2012**

Sherman Originator III LLC
a Delaware Limited Liability Company

By: _____

Name: Jon Mazzoni
Title: Director

Dated: **November 20, 2012**

Sherman Originator LLC
a Delaware Limited Liability Company

By: _____

Name: Kevin Branigan
Title: Authorized Representative

Dated: **November 20, 2012**

LVNV Funding LLC
a Delaware Limited Liability Company

By: _____

Name: Rusty Kendall
Title: Authorized Representative

Exhibit A

Receivables File

11.20.12

Transfer Group	Portfolio	Transfer Batch
249067	19156	N/A